

COPY

RECEIVED

MAR 27 2017

FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
Page 1 of 2

Board of Governors of the Federal Reserve System

FRB RICHMOND



Annual Report of Holding Companies—FR Y-6

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2016

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, Lawrence E Foley

Romney Bankshares, Inc.

Legal Title of Holding Company

PO Box 876

(Mailing Address of the Holding Company) Street / P.O. Box

Romney WV 26757

City State Zip Code

95 E Main St, Romney, WV 26757

Physical Location (if different from mailing address)

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

Person to whom questions about this report should be directed:

Dean K Young Vice President & CFO

Name Title

304/822/3541

Area Code / Phone Number / Extension

304/822/3547

Area Code / FAX Number

youngd@bankofromney.net

E-mail Address

www.bankofromney.net

Address (URL) for the Holding Company's web page

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Lawrence E Foley

Signature of Holding Company Director and Official

03/23/2017

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

- [X] is included with the FR Y-6 report
[] will be sent under separate cover
[] is not prepared

For Federal Reserve Bank Use Only

RSSD ID 1417324
C.I.

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0
In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report
2. a letter justifying this request has been provided separately
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>	<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>
<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>	<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>
<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>	<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>
<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>	<hr/> Legal Title of Subsidiary Holding Company <hr/> <hr/> (Mailing Address of the Subsidiary Holding Company) Street / P.O. Box <hr/> <hr/> City State Zip Code <hr/> <hr/> Physical Location (if different from mailing address) <hr/> <hr/>

**ANNUAL REPORT OF BANK HOLDING COMPANIES - FR Y-6
ROMNEY BANKSHARES, INC.**

**Report
Item**

1a	Form 10K	None
1b	Annual Report to Shareholders	Attached
2	Organizational Chart	Attached
2b	Domestic Branch Schedule	Attached
3	Shareholders	Attached
4	Directors and Officers	Attached

**Romney Bankshares, Inc.
Romney, West Virginia
Fiscal Year Ending December 31, 2016
Item 2**

State of Incorporation

West Virginia

**Romney Bankshares, Inc.
Romney, West Virginia**

"No LEI"

100%

Owned by Romney Bankshares Inc.

West Virginia

**The Bank of Romney
Romney, West Virginia**

"No LEI"

100%

**Owned by The Bank of Romney
Managing Member of LLC**

West Virginia

**The Bank of Romney
Insurance Center, LLC
Romney, West Virginia**

"No LEI"

Results: A list of branches for your depository institution: BANK OF ROMNEY, THE (ID_RSSD: 722432).
 This depository institution is held by ROMNEY BANKSHARES, INC. (1417324) of ROMNEY, WV.
 The data are as of 12/31/2016. Data reflects information that was received and processed through 01/10/2017.

Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

Actions

- OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.
- Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.
- Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.
- Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.
- Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
 If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

Note:
 To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.
 The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* FDIC UNINUM, Office Number, and ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
ok	12/31/2016	Full Service (Head Office)	722432	BANK OF ROMNEY, THE	95 EAST MAIN STREET	ROMNEY	WV	26757	HAMPSHIRE	UNITED STATES	531	0	BANK OF ROMNEY, THE	722432	
ok	12/31/2016	Full Service	1357448	AUGUSTA BRANCH	ROUTE 50	AUGUSTA	WV	26704	HAMPSHIRE	UNITED STATES	186146	2	BANK OF ROMNEY, THE	722432	
ok	12/31/2016	Full Service	784636	CAPON BRIDGE BRANCH	ROUTE 50	CAPON BRIDGE	WV	26711	HAMPSHIRE	UNITED STATES	186145	1	BANK OF ROMNEY, THE	722432	
ok	12/31/2016	Full Service	3184330	PAW PAW BRANCH	63 WINCHESTER ST	PAW PAW	WV	25434	MORGAN	UNITED STATES	365063	4	BANK OF ROMNEY, THE	722432	
ok	12/31/2016	Full Service	3595114	SUNRISE BRANCH	ROUTE 50 AND STAYMAN DRIVE	ROMNEY	WV	26757	HAMPSHIRE	UNITED STATES	462574	5	BANK OF ROMNEY, THE	722432	
ok	12/31/2016	Full Service	2891855	SPRINGFIELD OFFICE	ROUTE 28 NORTH	SPRINGFIELD	WV	26763	HAMPSHIRE	UNITED STATES	357186	3	BANK OF ROMNEY, THE	722432	

ROMNEY BANKSHARES, INC.
ROMNEY, WEST VIRGINIA
SUPPLEMENT TO ORGANIZATIONAL CHART

- A) THERE ARE NO COMPANIES IN WHICH EXCESS OF 5 PERCENT OF THE SHARES OF ANY CLASS OF VOTING SECURITIES ARE CONTROLLED AS A RESULT OF DEBT PREVIOUSLY CONTRACTED.
- B) THERE ARE NO COMPANIES HELD IN A FIDUCIARY CAPACITY DIRECTLY OR INDIRECTLY, BY THE BANK HOLDING COMPANY THAT EXCEEDS 5 PERCENT.
- C) THERE ARE NO BANKS OR BANK HOLDING COMPANIES HELD, DIRECTLY OR INDIRECTLY, BY THE SUBSIDIARY BANK.
- D) THE BANK HOLDING COMPANY HAS NO INVESTMENTS IN SHARES OF ANY CLASS OF NON-VOTING EQUITY WHICH ARE GREATER THAN OR EQUAL TO 25 PERCENT OF THE NON-VOTING EQUITY OF ANY BANK OR BANK HOLDING COMPANY THAT IS OTHERWISE CONTROLLED.

**ROMNEY BANKSHARES, INC.
ROMNEY, WEST VIRGINIA**

**Report Item 3: Shareholders Who Own More than 5% of Bank Holding Company
as of 12-31-2016**

Name and Address	Citizenship	Number of Shares Owned	Percent of Class Owned
Linda Jane Haines Romney, West Virginia	USA	69,980 - Common Stock	13.3%

* No other individual owned 5% or more during 2016

ROMNEY BANKSHARES, INC.
ROMNEY, WEST VIRGINIA
DIRECTORS AND OFFICERS
Item 4

1-Name and Address	2-Principal Occupation Other Than Holding Company	3a-Position with Bank Holding Company	3b- Title & Position with Subsidiaries	3c/4c- Title, Position & Ownership with other Businesses	4a-Percent of Voting Shares in Holding Co.	4b-Percent Voting Shares in Subsidiary
Lawrence E. Foley Romney, West Virginia	N/A	Director & President	President & CEO of The Bank of Romney	None	1.2%	None
Lowell Hott Augusta, West Virginia	Veterinarian	Director	None	*	0.8%	None
William C. Keaton Springfield, West Virginia	Attorney	Director	None	**	0.6%	None
Thomas L. Williams, Jr. Romney, West Virginia	Retired Executive The Bank of Romney	Director/Chairman	None	None	0.2%	None
Charles E. See Romney, West Virginia	Retired Owner & Publisher of Hampshire Review and Weekender	Director/Secretary	None	***	0.5%	None
Linda Jane Haines Romney, West Virginia	Doctor of Psychiatry	Director	None	None	13.3%	None
Robert E. Mayhew Romney, West Virginia	Retired President of Mayhew Chevrolet	Director	None	****	1.3%	None
Dean K. Young Romney, West Virginia	N/A	Vice President & Treasurer	Exec Vice President/CFO The Bank of Romney	None	0.3%	None
Richard W. Smith, Jr Capon Bridge, West Virginia	Retail/Convenience Store Owner	Director	None	*****	0.4%	None
Grand Total					18.6%	

All Directors and Officers live in the USA

* Principal shareholder and President of Augusta Animal Hosp - 100% * Hollyhock Farm 100%

* Old Hampshire LTD-75%

** Principal member of Keaton, Frazer & Milleson, PLLC Attorneys at Law - 37%

*** Principal shareholder of Cornwell and Ailes, Inc. - 70%

*** Romney Realty Inc- Owned by Cornwell and Ailes - 80%

*** Shareholder in Cornwell Homes, Inc. - 25%

*** Shareholder in Jefferson Publishing - 50%

**** Shareholder in K.B. Mayhew Holdings - 50%

***** Single Member of RWS LLC & PDS LLC - 100%

***** Sole Member of Pam-Rick LLC & Pam-Rik LLC - 100%

2012 12 31 10:00 AM EST

ROMNEY BANKSHARES, INC.
ROMNEY, WEST VIRGINIA
DIRECTORS AND OFFICERS
Item 4

1-Name and Address	2-Principal Occupation Other Than Holding Company	3a-Position with Bank Holding Company	3b- Title & Position with Subsidiaries	3c/4c- Title, Position & Ownership with other Businesses	4a-Percent of Voting Shares in Holding Co.	4b-Percent Voting Shares in Subsidiary
Lawrence E. Foley Romney, West Virginia	N/A	Director & President	President & CEO of The Bank of Romney	None	1.2%	None
Lowell Hott Augusta, West Virginia	Veterinarian	Director	None	*	0.8%	None
William C. Keaton Springfield, West Virginia	Attorney	Director	None	**	0.6%	None
Thomas L. Williams, Jr. Romney, West Virginia	Retired Executive The Bank of Romney	Director/Chairman	None	None	0.2%	None
Charles E. See Romney, West Virginia	Retired Owner & Publisher of Hampshire Review and Weekender	Director/Secretary	None	***	0.5%	None
Linda Jane Haines Romney, West Virginia	Doctor of Psychiatry	Director	None	None	13.3%	None
Robert E. Mayhew Romney, West Virginia	Retired President of Mayhew Chevrolet	Director	None	****	1.3%	None
Dean K. Young Romney, West Virginia	N/A	Vice President & Treasurer	Exec Vice President/CFO The Bank of Romney	None	0.3%	None
Richard W. Smith, Jr. Capon Bridge, West Virginia	Retail/Convenience Store Owner	Director	None	*****	0.4%	None
Grand Total					18.6%	

All Directors and Officers live in the USA

* Principal shareholder and President of Augusta Animal Hosp - 100% * Hollyhock Farm 100%

* Old Hampshire LTD-75%

** Principal member of Keaton, Frazer & Milleson, PLLC Attorneys at Law - 37%

*** Principal shareholder of Cornwell and Ailes, Inc. - 70%

*** Romney Realty Inc- Owned by Cornwell and Ailes - 80%

*** Shareholder in Cornwell Homes, Inc. - 25%

*** Shareholder in Jefferson Publishing - 50%

**** Shareholder in K.B. Mayhew Holdings - 50%

***** Single Member of RWS LLC & PDS LLC - 100%

***** Sole Member of Pam-Rick LLC & Pam-Rik LLC - 100%